

RECORDATION NO. 18934-22 FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

May 16, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. VIII (GATC Trust No. 94-1), dated as of October 29, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 94-1) which was previously filed with the Commission under Recordation Number 18934.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and Trust Company  
225 Franklin Street  
Boston, MA 02101

Lessee: General American Transportation Corporation  
500 Monroe Street  
Chicago, IL 60661

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

1 railcar ADDED: GATX 64751.

A short summary of the document to appear in the index is:

Lease Supplement No. VIII (GATC Trust No. 94-1).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

LEASE SUPPLEMENT NO. VIII  
(GATC Trust No 94-1)

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SURFACE TRANSPORTATION BOARD

This Lease Supplement No. VIII, dated as of October 29, 1999, between State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Transportation Corporation, a New York corporation ("Lessee");

## WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hercof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee. The parties hereby agree to use such form and procedure to substitute equipment mistakenly delivered to Lessor by Lessee for replacement equipment.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustec for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

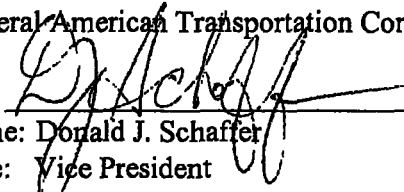
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee

By:   
Name: Julie A. Balerna  
Title: Assistant Vice President

General American Transportation Corporation

By:   
Name: Donald J. Schaffer  
Title: Vice President

State of Massachusetts )  
 )  
County of Suffolk ) SS

On this 8 day of November, 1999, before me personally appeared Julie A. Balema, to me personally known, who being by me duly sworn, say that he is Assistant Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

*Joao G. Correia*

[Notarial Seal]

JOAO G. CORREIA

Notary Public

My commission expires:

My Commission Expires July 26, 2002

State of Illinois )  
 )  
County of Cook ) SS

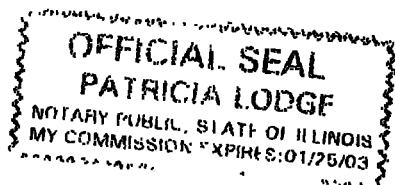
On this 29<sup>th</sup> day of October, 1999, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Patricia Lodge*

Notary Public

[Notarial Seal]

My commission expires:



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/16/08



\_\_\_\_\_  
Robert W. Alvord